

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

SHADY BEACH COMMUNITY HOMEOWNER'S ASSOCIATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

SHADY BEACH COMMUNITY HOMEOWNER'S ASSOCIATION, INC.,
duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated November 21, 19 79.

Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk



FILED

Nov 21 4 20 PM '79

SECRETARY OF STATE

ARTICLES OF INCORPORATION

Nov 19 2 26 PM '79

SECRETARY OF STATE

OF

SHADY BEACH COMMUNITY HOMEOWNER'S ASSOCIATION, INC.

In compliance with the requirements of the laws of the State of Idaho relating to non-profit corporations and acts amendatory and supplemental thereto, the undersigned natural persons, each of whom are of full age and residents of the United States, in order to form a non-profit corporation for the purposes hereinafter stated, to hereby as incorporators, adopt the following Articles of Incorporation and do hereby certify:

ARTICLE I

The name of the corporation is SHADY BEACH COMMUNITY HOMEOWNER'S ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

The objects and purposes for which this corporation is formed and the powers of such corporation are as follows:

1. To own and maintain all of the common areas within the Shady Beach Community Subdivision, Valley County, Idaho, and also to maintain the sewage and water system within Shady Beach Community Subdivision, Valley County, Idaho.
2. To acquire, purchase, sell or otherwise deal in contracts, mortgages, trust deeds and all other forms of real property, securities, equities and interests.

2. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the County Recorder of Valley County, Idaho, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

3. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

4. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

5. Borrow money, and with the assent of two-thirds (2/3) of the members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

6. Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members.

No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer;

7. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members;

8. Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Idaho by law may now or hereafter have or exercise.

ARTICLE III

The corporation shall have a perpetual existence.

ARTICLE IV.

The location and post office address of the registered office of the corporation is 1403 West Franklin, Boise, Idaho, 83702, and the registered agent of the corporation at that address is Adelaide McLeod.

ARTICLE V.

This corporation is a non-profit corporation.

ARTICLE VI.

The initial Board of Directors shall consist of four (4) persons who shall serve until the first election of directors of the corporation. Their names are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mehabrab Abazary	1403 West Franklin Boise, Idaho 83702
Saied Motevassalani	1403 West Franklin Boise, Idaho 83702
John A. McLeod	1403 West Franklin Boise, Idaho 83702
Adelaide McLeod	1403 West Franklin Boise, Idaho 83702

ARTICLE VII.

The name and address of the incorporator is Adelaide McLeod,
1403 West Franklin, Boise, Idaho 83702.

ARTICLE VIII.

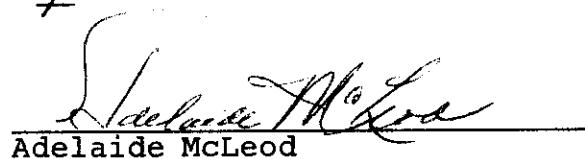
The Corporation may dissolve at a meeting of the members by the affirmative vote of the holders of two-thirds (2/3) of the members, provided however, that the Corporation may not be dissolved unless its functions are assumed by another entity with the written approval of the Central District Health Department or its successor. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. No part of the assets of such dissolution shall inure to the benefit of any member.

ARTICLE IX.

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, the incorporator, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuant of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, have hereunto set my name, this 12 day of September, 1979.



Adelaide McLeod

STATE OF IDAHO)
: ss.
County of Ada)

On this 12 day of September, 1979, before me the undersigned, a Notary Public in and for said State, personally appeared ADELAIDE McLEOD, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Stanley W. Ulmer
Notary Public for Idaho
Residence: Boise, Idaho